

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

TEAM RUBICON GLOBAL, LTD., a Delaware Corporation)
<i>Plaintiff,</i>)
v.)
TEAM RUBICON, INC., a Minnesota Corporation)
<i>Defendant,</i>	Civ. No. 20-cv-2537 (LTS) (KNF)
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TEAM RUBICON, INC., a Minnesota Corporation)
<i>Counterclaim Plaintiff,</i>)
v.)
TEAM RUBICON GLOBAL, LTD., a Delaware Corporation)
<i>Counterclaim Defendant.</i>)
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DECLARATION OF GEORGE YOUNG

GEORGE YOUNG, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury of the laws of the United States of America as follows:

1. I am over the age of 18 years old, and reside in Toronto, Canada. I am the Chair of the Board of Team Rubicon Canada (“TR-CAN”), a third-party to the above captioned action. In addition to my TR-CAN Board service, I also serve as the Chief Risk Officer at Gluskin Sheff + Associates. I received my undergraduate degree from Harvard University and a Master’s Degree in Business Administration from Stanford. I have served on the Board of TR-CAN since 2017. From mid-2018 until December of 2019, I served as the Canadian representative on the Board of Team Rubicon Global, Ltd. (“TRG”), Plaintiff and Counterclaim Defendant in the

above captioned action. I submit this declaration in support of Defendant and Counterclaim Plaintiff Team Rubicon Inc.’s (“Team Rubicon”) Motion for Preliminary Injunction. I have personal knowledge of the facts set forth in this declaration and am competent to testify to such facts if called as a witness.

2. To obtain rights to use the “Team Rubicon” brand, TR-CAN entered into a sub-license agreement with TRG. TRG held a license to Team Rubicon’s intellectual property by virtue of a Master Trademark License Agreement (“MTLA”) between TRG, on the one hand, and Team Rubicon, on the other. From my experience, one of TRG’s purpose was to export and ensure the protection of Team Rubicon’s brand outside the United States, by making sure that TR-CAN and other country-affiliates in the Team Rubicon network, known as TR-Xs, adhered to the quality standards of Team Rubicon’s marks and preserved Team Rubicon’s reputation.

3. In mid-August 2019, Team Rubicon hosted a multi-day leadership conference in Estes Park, Colorado. On August 20th, I was informed in writing by the CEO of TR-CAN, Bryan Riddell, that during the conference, a TR-CAN volunteer had alleged being subject to behavior that included unwanted sexual advances from the CEO, Team Rubicon United Kingdom (“TR-UK”), and sexually inappropriate remarks from the CEO, Team Rubicon Australia (“TR-AUS”).

4. The TR-CAN CEO further advised that he had requested Team Rubicon, Inc. to launch a formal investigation into the allegations.

5. Team Rubicon agreed to honour the CEO of TR-CAN’s request, and performed a full investigation of the allegations. Team Rubicon released a full report detailing its findings; I read the report and was deeply disturbed, disappointed, saddened, and frustrated by what was presented.

6. The Team Rubicon investigation not only determined that the allegations were

credible, but it discovered that the CEO of TR-UK committed additional improper acts. Team Rubicon's report indicated that, had the CEOs been employees of Team Rubicon, they would have been fired for cause. The TR-CAN Board shared in this assertion.

7. After completion of Team Rubicon's investigation, the TR-CAN Board learned that TR-UK and TR-AUS wanted to conduct their own investigation. The TR-CAN Board respected that request, and understood their desire to come to their own conclusions and gather additional evidence. As the TR-AUS investigation is still ongoing, the TR-CAN board has no position on that issue at this time.

8. In early November 2019, by virtue of my position on both the TR-CAN Board and the TRG Board, I came to learn that TR-UK's investigation concluded that five of the six allegations leveled against its CEO were credible and founded. TR-UK determined that the second allegation—sexual misconduct—was not upheld. The report released by TR-UK noted that its CEO's conduct constituted gross misconduct of a senior leader. Despite this, TR-UK did not terminate its CEO.

9. As part of its investigation, TR-UK raised several criticisms with the Team Rubicon investigation of TR-UK's CEO, and further sought to discredit the TR-CAN volunteer who had launched the initial complaint.

10. The TR-CAN Board was frustrated with this outcome and concerned about its future. The TR-CAN Board believed and continue to believe that TR-UK and TR-AUS' continued retention of their CEOs would certainly have a negative impact on the Team Rubicon brand, and more specifically, on TR-CAN's ability to fundraise, recruit volunteers, and maintain its credibility with the Canadian population. Further, TR-CAN would not be in a position to collaborate with these organizations on international operations, if they could not guarantee the

safety of volunteers from a culture of sexual misconduct. This was particularly concerning given the determinations made by the TR-UK investigation.

11. On November 5, 2019, TR-CAN conveyed its position on the issues to TRG via letter, which I helped draft. A true and correct copy of this letter is attached hereto as Exhibit A.

12. In the letter, TR-CAN wrote that, based on TR-UK's own investigation, "there was sufficient evidence of gross misconduct of a senior TR leader, to necessitate more stringent and corrective measures" and that TR-CAN's Board was "ultimately concerned that the TR UK response to the findings of their own investigation is not firm enough, [and] not corrective enough, to protect the brand, culture and future of the TR network." The letter closed by emphasizing a need for "a shared understanding of, and mutual appreciation for the espoused values of Team Rubicon, and a clear understanding as to how we will hold ourselves and each other to account around those values." TR-CAN likewise requested TR-UK to "urgently address how issues of this nature will be best handled in the future."

13. TR-CAN was informed by Team Rubicon that, in September of 2019, Team Rubicon requested that TRG take certain actions to ensure the safety of employees and volunteers within the Team Rubicon Network as well as to protect the Team Rubicon brand. These actions included: (1) immediately prohibiting the CEO's from participating in all ongoing and future Team Rubicon activities; (2) timely censuring and terminating the CEO's of TR-UK for cause; (3) forbidding TRG, TR-UK, and TR-AUS from contacting the victim, or any witnesses to the subject conduct for the protection of such individuals, and (4) requiring that TR-UK and TR-AUS retrain their paid staff and regular volunteers on harassment prevention. TR-UK and TR-AUS did not implement these measures or otherwise respond to Team Rubicon's request.

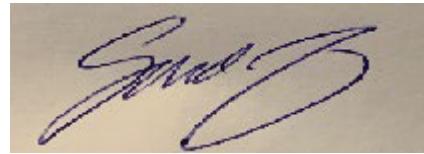
14. As a result of TR-UK's and TR-AUS' perceived inaction from the perspective of Team Rubicon, we were informed by Team Rubicon that TRG was in breach of its obligations under the MTLA, and that TRG's license would be terminated in December of 2019. Team Rubicon explained that once the MTLA was terminated, TRG's license to the TR Marks would be revoked, and in turn, so would TR-CAN's sublicense. Team Rubicon informed TR-CAN that it would then need to license the TR Marks directly from them, as the rightful owner.

15. On December 3rd, 2019, TRG's Board of Directors convened to vote on a motion as to whether the UK-Board's actions were a failure to cure the breach. The motion did not pass, so the outcome for the TRG board was the UK-board had 'not failed' to cure the breach. Following the December 3rd, 2019 TRG Board vote, TRG's Chairman and its CEO, resigned from TRG.

16. On December 16, 2019, after being told that Team Rubicon had validly terminated TRG's license to the TR Marks under the MTLA, TR-CAN informed TRG that it was terminating its relationship with TRG and would begin negotiating a new licensing relationship with Team Rubicon, which it has now done. On that date, I also tendered my resignation to the TRG Board.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 24th day of April 2020 in Los Angeles, CA.

A handwritten signature in black ink, appearing to read "George Young".

George Young
Team Rubicon Canada